

EXHIBIT E

Hearing Date and Time: June 20, 2006, 10:00 a.m.
Objection Deadline: June 13, 2006, 4:00 p.m.

CANTOR COLBURN LLP
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Debtors and Debtors-in-Possession

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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PROPOSED
ORDER ALLOWING THE
FIRST INTERIM APPLICATION OF CANTOR COLBURN LLP FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES PURSUANT TO 11 U.S.C. §§ 330, 331

At New York, in said District, on this _____ day of _____, 2006:

This matter having come before the Court on the FIRST INTERIM APPLICATION OF
CANTOR COLBURN LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES

RENDERED AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11 U.S.C. §§ 330, 331 (the “Application”), and after notice and hearing on the Application on June 20, 2006, it appearing that Cantor Colburn LLP is entitled to compensation for services rendered and reimbursement of expenses pursuant to 11 U.S.C. §§ 330, 331, and this Court having considered and overruled all objections to the Application,

IT IS HEREBY ORDERED THAT:

- a. Cantor Colburn’s First Interim Application For Allowance Of Compensation For Services Rendered And Reimbursement Of Expenses Pursuant To 11 U.S.C. §§ 330, 331 in the total amount of Three Hundred Thirty-Seven Thousand Three Hundred Two and 49/100 Dollars (\$337,302.49), comprising compensation for professional services rendered in the amount of Two Hundred Eighty-One Thousand, Eight Hundred One and 50/100 Dollars (\$281,801.50), and reimbursement of actual, reasonable and necessary expenses in the amount of Fifty-Five Thousand Five Hundred and 99/100 Dollars (\$55,500.99), during the First Fee Period, is hereby APPROVED;
- b. the Debtor’s payment to Cantor Colburn of Two Hundred Twenty-Five Thousand, Four Hundred Forty-One and 20/100 Dollars (\$225,441.20), representing eighty percent (80%) of the professional fees (\$281,801.50) and Fifty-Five Thousand, Five Hundred and 99/100 Dollars (\$55,500.99), representing one hundred percent (100%) of the expenses incurred during the First Fee Period, all pursuant to the Interim Compensation Order, is hereby APPROVED; and

- c. Debtors are hereby AUTHORIZED to pay to Cantor Colburn Fifty-Six Thousand, Three Hundred Sixty-Four and 30/100 Dollars (\$56,364.30) representing the twenty percent (20%) holdback on professional fees during the First Fee Period.

ENTERED AS AN ORDER OF THIS COURT ON THE _____ DAY OF _____, 2006.

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE